

Hearing Date: February 14, 2019 @ 10:00 a.m. ET
Objection Deadline: February 7, 2019 @ 4:00 p.m. ET

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Counsel to Cyrus Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	Chapter 11
In re:)	
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	
)	
)	(Jointly Administered)
Debtors.)	
)	Hearing Date: February 14, 2019
)	Re: Docket No. 1557
)	

**RESPONSE OF CYRUS CAPITAL PARTNERS, L.P. TO THE EX-PARTE
MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY
CODE SECTIONS 105 AND 1103 AND FEDERAL RULES OF
BANKRUPTCY PROCEDURE 2004 AND 9016 AUTHORIZING
THE EXAMINATION OF THE CDS PARTICIPANTS**

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TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Cyrus Capital Partners, L.P. ("Cyrus") respectfully submits this response to the Official Committee of Unsecured Creditors' (the "Committee") *Ex-Parte Motion for the Entry of an Order Pursuant to Bankruptcy Code Sections 105 and 1103 and Federal Rules of Bankruptcy Procedure 2004 and 9016 Authorizing the Examination of the CDS Participants* (the "Rule 2004 Motion") [Dkt. No. 1557]. In support of its Response, Cyrus respectfully represents as follows:

1. Cyrus does not oppose the Rule 2004 Motion.
2. Cyrus and the Committee (collectively, the "Parties") have conferred regarding the Rule 2004 Motion and, in the event the Rule 2004 Motion is granted, have agreed to discuss in good faith the discovery requested by the Committee.
3. The Parties have agreed that Cyrus reserves the right to object to the timing of Cyrus's response to discovery requests and the scope of any discovery requests served on Cyrus by the Committee, in the event the Rule 2004 Motion is granted.

Dated: February 7, 2019
New York, New York

MILBANK, TWEED, HADLEY & M^cCLOY LLP

By: /s/ Thomas R. Kreller

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